

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6196245

The Registrar of Companies for England and Wales hereby certifies that
BSPS AREA 12 LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 2nd April 2007



N06196245K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

BSPS Area 12 Limited

I, Alexandra Murray

of Hill Dickinson LLP

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

CHESTER IN THE COUNTY OF CHESHIRE

Day Month Year

On

25 03 2007

• Please print name.

before me •

RAULY ANTHONY WILSON

Signed

Date

25/03/2007

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to members of the public record.

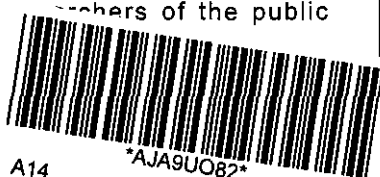
Hill Dickinson LLP, 1 Union Court, Cook Street, Liverpool, L2 4SJ

(Ref: GDJ.AEM.946789.5)

Tel 0151 243 2456

DX number

DX exchange



A14

AJA9U082

28/03/2007

COMPANIES HOUSE

187

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
or companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

for the record

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

10

**First directors and secretary and intended situation of
registered office**

6196245.

Company Name in full

BSPS Area 12 Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Hill Dickinson LLP, 1 Cook Street

Post town Liverpool

County / Region Merseyside

Postcode L2 4SJ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

WEDNESDAY



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28/03/2007

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COMPANIES HOUSE

v 10/03

Company Secretary (see notes 1-5)

Company name		BSPS Area 12 Limited	
NAME	*Style / Title	Miss	*Honours etc
Forename(s)		Alexandra	
Surname		Murray	
Previous forename(s)			
Previous surname(s)			
Address ^{††}		116 Westminster Road, Hoole	
Post town		Chester	
County / Region		Cheshire	Postcode CH2 3AP
Country		England	

* Voluntary details

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

I consent to act as secretary of the company named on page 1

Consent signature

Alex Murray

Date

23.03.07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc
Forename(s)		Robert Glyn Leonard	
Surname		Dale-Jones	
Previous forename(s)			
Previous surname(s)			
Address ^{††}		Winterbourne, Noctorum Lane, Oxton	
Post town		Prenton	
County / Region		Cheshire	Postcode CH43 9UB
Country		England	

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Day Month Year

Date of birth

2 3 0 6 1 9 4 8

Nationality

British

Business occupation

Solicitor

Other directorships

See attached sheets

I consent to act as director of the company named on page 1

Consent signature

R. G. Leonard

Date

23.03.07

Please list directors in alphabetical order

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ^{††}

Post town

County / Region

Postcode

Country

Date of birth

Day Month Year

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date _____

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

PERSONAL APPOINTMENTS WITH
LIMITED COMPANIES[Go Back](#)

Name: ROBERT GLYN LEONARD DALE JONES
Nationality: BRITISH
Latest Address: WINTERBOURNE
NOCTORUM LANE OXTON
PRENTON
CHESHIRE
Postcode: CH43 9UB

Click [HERE](#) for details of other addresses registered at Companies House for this person.

Date of Birth: 23/06/1948

Company Appointments: Current: 25

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

SECRETARY
Occupation:
Company Number:
Company Name:

Appointed: 25/01/2001
SOLICITOR
00870850
F.H. LEE LTD
Active

SECRETARY
Occupation:
Company Number:
Company Name:

Appointed: 22/07/1994
SOLICITOR
01791477
KRUGER TISSUE (CONSUMER) LIMITED
Active

SECRETARY
Occupation:
Company Number:
Company Name:

Appointed: 22/07/1994
SOLICITOR
02925647
KRUGER TISSUE GROUP (UK) LIMITED
Active

SECRETARY
Occupation:
Company Number:
Company Name:

Appointed: 08/09/1994
02198197
KENT PAPER PRODUCTS LIMITED
Active

SECRETARY
Occupation:
Company Number:
Company Name:

Appointed: 15/12/1995
SOLICITOR
02913276
URBAN PULP MILL LIMITED
Active

SECRETARY
Occupation:
Company Number:
Company Name:

Appointed: 29/07/1994
SOLICITOR
02519841
INDUSTRIAL CLEANING PAPERS LIMITED
Active

SECRETARY
Occupation:
Company Number:
Company Name:

Appointed: 27/02/1998
02950499
DISLEY HOLDINGS (UK)

	Active
SECRETARY Occupation: Company Number: Company Name:	Appointed: 20/05/1999 <u>03774398</u> ON AIR TELECOM LIMITED Active
SECRETARY Occupation: Company Number: Company Name:	Appointed: 05/12/1991 SOLICITOR <u>02420485</u> KRUGER TISSUE (MANUFACTURING) LIMITED Active
SECRETARY Occupation: Company Number: Company Name:	Appointed: pre 07/09/1991 <u>02537869</u> R.S. CELLULAR LIMITED Active
SECRETARY Occupation: Company Number: Company Name:	Appointed: 24/05/2004 <u>03079131</u> MOSTYN HOUSE SCHOOL Active
SECRETARY Occupation: Company Number: Company Name:	Appointed: 16/12/2004 <u>01237389</u> RAYWARE LIMITED Active
SECRETARY Occupation: Company Number: Company Name:	Appointed: 16/12/2004 <u>03835945</u> DODGERS (SPEKE HALL) LIMITED Active
SECRETARY Occupation: Company Number: Company Name:	Appointed: 07/06/2005 <u>05473853</u> ON AIRTIME LIMITED Active
SECRETARY Occupation: Company Number: Company Name:	Appointed: 09/11/2006 <u>05993479</u> WISE CONCEPT UK LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed: 15/12/1995 SOLICITOR <u>02913276</u> URBAN PULP MILL LIMITED Active
DIRECTOR Occupation: Company Number: Company Name:	Appointed: 30/11/1995 SOLICITOR <u>03079131</u> MOSTYN HOUSE SCHOOL Active

DIRECTOR
Occupation:
Company Number:
Company Name:

Appointed: 23/01/1998
SOLICITOR
02925647
KRUGER TISSUE GROUP (UK) LIMITED
Active

DIRECTOR
Occupation:
Company Number:
Company Name:

Appointed: 25/07/2000
SOLICITOR
01791477
KRUGER TISSUE (CONSUMER) LIMITED
Active

DIRECTOR
Occupation:
Company Number:
Company Name:

Appointed: 25/07/2000
SOLICITOR
02420485
KRUGER TISSUE (MANUFACTURING) LIMITED
Active

DIRECTOR
Occupation:
Company Number:
Company Name:

Appointed: 23/05/2001
SOLICITOR
00870850
F.H. LEE LTD
Active

DIRECTOR
Occupation:
Company Number:
Company Name:

Appointed: 23/05/2001
SOLICITOR
02519841
INDUSTRIAL CLEANING PAPERS LIMITED
Active

DIRECTOR
Occupation:
Company Number:
Company Name:

Appointed: 07/06/2001
SOLICITOR
02198197
KENT PAPER PRODUCTS LIMITED
Active

DIRECTOR
Occupation:
Company Number:
Company Name:

Appointed: 14/08/2003
SOLICITOR
02631053
ST PAULS SECRETARIES LIMITED
Active

DIRECTOR
Occupation:
Company Number:
Company Name:

Appointed: 14/08/2003
SOLICITOR
02983433
ST PAULS SERVICES LIMITED
Active

This screen does not include appointments with SE companies or LLP's.

334592/480

825447

825447

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

WEDNESDAY



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28/03/2007

COMPANIES HOUSE

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MEMORANDUM OF ASSOCIATION
of

BSPS AREA 12 LIMITED

1. The Company's name is "BSPS Area 12 Limited" (hereinafter "the Company").
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established ("Objects") are:-
 - (A) to run the Company as a Franchisee of the British Show Pony Society (Company number 5308982) ("BSPS") in accordance with any Franchise Agreement to be entered into with the BSPS from time to time;
 - (B) to protect and improve the showing of childrens' and adults ponies and horses in the area referred to by the BSPS as area 12 (as amended from time to time by the BSPS) currently comprising the Country of Wales (the "Area");
 - (C) to develop and search for new members of the BSPS and aid recruitment;
 - (D) to encourage existing members and generally to promote the BSPS;
 - (E) to encourage potential Judges, Stewards and Course Builders by organising Conferences and Teach-ins;
 - (F) to encourage junior members of the BSPS by organising Instructional Courses and, Teach-ins and other events;
 - (G) to give members of the BSPS an opportunity to get together in the Area and discuss problems common to them all and to put forward suggestions for the betterment of the BSPS;
 - (H) to encourage Show Committees to affiliate their shows to the BSPS;
 - (I) to organise money raising functions and shows.
4. In furtherance of the above objects the Company may exercise all or any of the following powers:-

- (A) To raise funds and to invite and receive subscriptions and contributions from members and to receive contributions and donations from any other person or company whatsoever.
- (B) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (C) To build, construct, alter, maintain, enlarge, pull down, replace, develop and to work manage or control any building or erection which may seem expedient in the interests of the Company and to join with any person or company in doing these things.
- (D) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (E) To improve, manage, develop, license or turn to account all or any of the assets of the Company.
- (F) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the Company may think fit.
- (G) To subscribe for, either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- (H) To invest the moneys of the Company not immediately required for the purpose of its business in or upon such investments, securities or property as may be thought fit subject always to such conditions (if any) and such consents (if any) required or imposed by law.
- (I) To lend money or give credit (with or without security) to such persons or companies and on such terms as may be expedient and to guarantee the performance of the contracts and obligations of any person or company.
- (J) To take security for any loan, credit or guarantee on such terms as the Company may think fit.
- (K) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the assets, property or undertaking of the Company (both present and future) and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.

- (L) To draw, make, accept, indorse, discount, execute and issue any promissory notes, bills of exchange, bills of lading and other negotiable, transferable instruments.
- (M) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or authority, provisional order or licence of the Department of Trade and Industry or other authority for enabling the Company to carry on its business or for extending the powers of the Company or for effecting any modification of the constitution of the Company or for any purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
- (N) To enter into any arrangement with any governments or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the Company or any of them and to obtain from such bodies or persons any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and carry out, exercise and comply with.
- (O) To enter into joint venture, partnership or franchise arrangements with any person in connection with the business of the Company.
- (P) To pay for any rights or property acquired by the Company and to remunerate any person for services provided to the Company and to pay any employee or official of the Company.
- (Q) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or where at any time in the employment or service of the Company and its subsidiaries (if any) or who are or were at any time officers of the Company or any such other company as aforesaid and the wives, widows, families and dependants of such persons and make payments in or towards insurance of such persons and to do any of the matters aforesaid, either alone or in conjunction with any such other company.
- (R) To subscribe to any charitable organisation, institution or society or body not formed or established for the purposes of profit.
- (S) To pay all or any expenses incurred or in connection with the promotion, formation and incorporation of the Company.
- (T) To purchase and maintain insurance for the benefit of any person who is an officer, employee or official, or former officer, employee or official, of the Company or of any other company which is a subsidiary of the Company or in which the Company has an interest (whether direct or indirect) or who is or was at any time trustee of any retirement benefits scheme or any other trust in which any such officer, employee or official, or former officer, employee or official, is or has been interested, indemnifying such person against liability for negligence,

default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against.

- (U) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other insurance institution, society or body.
 - (V) To do all such lawful things as are necessary for the attainment of the above objects or powers or any of them.
5. The income and property of the Company (whencesoever derived) shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (other than any director of the Company) for any services actually rendered to the Company; nor
 - (b) of interest on money lent by any member or director of the Company at a reasonable and proper rate; nor
 - (c) of reasonable and proper rent for premises demised or let by any member or director of the Company; nor
 - (d) to any director of the Company of reasonable out-of-pocket expenses; nor
 - (e) of any payment to any company or limited liability partnership of which a member or director of the Company is a member; nor
 - (f) of any payment made pursuant to Clause 4(Q) above; nor
 - (g) of any payment made pursuant to Clause 4(T) above.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute such amount as may be required not exceeding £1 to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 8.1 The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:-
- 8.1.1 directly for the Objects; or

8.1.2 by transfer to any Area Company.

8.2 Subject to any such resolution of the members of the Company, the directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Company be applied or transferred:-

8.2.1 directly for the Objects; or

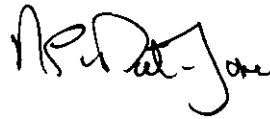
8.2.2 by transfer to any Area Company.

I, the subscriber to this memorandum of association, wish to be formed as a company pursuant to this memorandum.

Name and Address of Subscriber.

Glyn Dale-Jones

Winterbourne
Noctorum Lane
Oxton
Prenton
Cheshire
CH43 9UB



Dated this 23 day of March 2007

Witness to the above signature:

Witness signature:



Witness name:

Alexandra Murray

Witness address:

Pearl Assurance House, 2 Derby Square, Liverpool, L2 9XL

Witness occupation:

Solicitor

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

BSPS AREA 12 LIMITED

INTERPRETATION AND CONSTRUCTION

1. This Article 1 shall apply to the interpretation and construction of these Articles.

1.1 In these Articles:-

"**Act**" means the Companies Act 1985;

"**Area**" has the same meaning as in the memorandum of association of the Company;

"**Area Committee**" means the Area Committee for the time being of the Company and "**member of the Area Committee**" shall be construed accordingly;

"**Area Company**" means a company incorporated for the same or similar purposes and with the same or similar objects as the Company but in relation to a different BSPS Area;

"**Articles**" means these articles of association of the Company as amended from time to time;

"**Authorised Representative**" means a person registered as such in accordance with Article 6.4 ;

"**Board**" means the Board of Directors of the Company from time to time;

"**BSPS**" means The British Show Pony Society (registered in England and Wales No. 5308982);

"**BSPS Area**" means an area of the BSPS (or of the Former Association);

"**BSPS Member**" means a person who is a member (of any class) of BSPS;

"**Business Day**" means a day on which the major banks in London, United Kingdom, are generally open for business but excludes bank holidays, public holidays, Saturdays and Sundays;

"clear days" means, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Corresponding BSPS Area" means the BSPS Area which corresponds to the Area;

"Director" means a director of the Company;

"electronic communication" means any communication transmitted by fax or email;

"executed" includes any mode of execution;

"Former Association" means the association referred to in clause 3(A) of the memorandum of association of BSPS;

"Qualifying BSPS Member" means, for the purposes of determining the entitlement to vote at a general meeting of the Company, a person who has been a BSPS Member or a member of the Former Association (in each case other than as a Junior Member) for a period of not less than three months ending with the date of the general meeting;

"Qualifying Candidate" means, for the purposes of determining the eligibility of a person for election to the Board or to the Area Committee, a member of the Company who has been a BSPS Member or a member of the Former Association (in each case other than as a Junior Member) for a period of not less than twelve months ending with the date of the election and is not a director or a member of the Area Committee of another Area Company;

"Secretary" means the Secretary of the Company or any other person appointed by the Board to perform the duties of the Secretary of the Company;

"United Kingdom" means Great Britain and Northern Ireland.

- 1.2 Unless the context otherwise requires, capitalised words and expressions contained in these Articles have the same meanings as those ascribed to them in the articles of association of BSPS (as amended from time to time);
- 1.3 Any reference to an Article is to the relevant article in these Articles, references to the singular include the plural and vice versa and references to one gender include all genders, in each case unless the context requires otherwise.
- 1.4 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act.
- 1.5 No regulations contained in any statute or subordinate legislation shall apply as the regulations or articles of the Company and all such regulations are expressly excluded.
- 1.6 Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution is also effective for that

purpose, and where an extraordinary resolution is expressed to be required for any purpose, a special resolution is also effective for that purpose.

- 1.7 Any reference to an enactment shall include a reference to that enactment as modified or re-enacted from time to time.

PRIVATE COMPANY

2. The Company is a private company limited by guarantee without a share capital and accordingly any invitation to the public to subscribe for any debentures of the Company is prohibited.

MEMBERSHIP

3. The subscribers to the memorandum of association of the Company, the persons who are on the date of incorporation of the Company members of the Corresponding BSPS Area and such other persons as become members in accordance with these Articles shall be members of the Company.
4. Every person who is admitted to, or renews, membership of BSPS and who specifies in writing that he wishes to be allocated to the Area shall be deemed to have agreed to become a member of the Company and shall be automatically admitted to membership of the Company by virtue of his having so specified as soon as notification of the same is received by the Company from BSPS.
5. The privileges of a member shall not be transferable or transmissible and shall cease on his death.
6. The classes of members and the qualifications, restrictions and conditions applicable to each class shall be as follows:-
- 6.1 The classes of member of the Company, and the qualifications, restrictions and conditions applicable to each class, shall be the same as those of BSPS from time to time.
- 6.2 In relation to the persons who are on the date of incorporation of the Company:-
- 6.2.1 the Chairman, Vice Chairman, Honorary Treasurer and Honorary Secretary of the Corresponding BSPS Area, they shall forthwith become Chairman, Vice Chairman, Honorary Treasurer and Honorary Secretary (respectively) of the Area Committee; and
- 6.2.2 other members of the Corresponding BSPS Area, they shall forthwith become members of the Company in other classes of membership corresponding to their respective classes of membership of BSPS.
- 6.3 Junior Members shall be entitled to all the rights and privileges of membership except that they shall not be entitled to receive notice of or vote at general meetings or take part in the election of the Board or the Area Committee or qualify to be members of the Board or register or exhibit ponies or horses.

- 6.4 Business Members shall only be entitled to register or exhibit ponies and horses in their own name and to appoint one Authorised Representative but shall otherwise not be entitled to any of the rights and privileges of membership. Business Members must have an Authorised Representative registered with the Company at all times and will be suspended automatically for any period during which no Authorised Representative is so registered. An Authorised Representative shall have the same membership rights as a Showing Member during the period of his registration. A Business Member shall be entitled to apply to change its Authorised Representative at any time by notice in writing to the Company. The Board shall have an absolute discretion to accept or reject an application to register or change an Authorised Representative without stating its reasons. References to Showing Members and members shall be deemed to include references to Authorised Representatives where the context so admits.
7. A member shall cease to be a member of the Company and his name shall be removed from the register of members accordingly if:-
- 7.1 by notice in writing to the Company he resigns his membership;
 - 7.2 the Company receives notice in writing from BSPS that he has become a member of another Area Company;
 - 7.3 he ceases to be a member of BSPS; or
 - 7.4 he dies.

GENERAL MEETINGS

8. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. In no case shall more than 15 months elapse between the date of one annual general meeting and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint. All general meetings of the members other than annual general meetings shall be called extraordinary general meetings.
9. The Board may, whenever it thinks fit, call general meetings. On the requisition of members pursuant to the provisions of the Act, the Board shall convene an extraordinary general meeting for a date not later than 28 days after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Board to call a general meeting, any member of the Company or any Director may call a general meeting.

NOTICE OF GENERAL MEETINGS

10. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice. A general meeting may be called by shorter notice if it is so agreed:-
- 10.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and

- 10.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote at that meeting being a majority together representing not less than 95% of the total voting rights at that meeting of all the members having the right to attend and vote at that meeting or such other percentage as may have been determined by elective resolution of the members in accordance with the Act.

The notice must specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify that the meeting is an annual general meeting.

Subject to the provisions of these Articles, the notice of a general meeting shall be given to all the members (other than those who, having no registered address in the United Kingdom, have not supplied to the Company an address within the United Kingdom for the giving of notice to them) and to the auditors of the Company.

11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be dealt with at any general meeting except business which is specified in the notice convening the meeting.
13. No business shall be transacted at any general meeting unless a quorum of members is present at the commencement of the business. Ten members entitled to vote on the business to be transacted shall constitute a quorum. However, if there is only one member of the Company then that member present in person shall constitute a quorum.
14. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting, if convened upon the requisition of members, shall be dissolved. Otherwise it shall be adjourned to the same day in the next week at the same time and place or to such other time, and place as the Board may by not less than two clear days' notice to the members entitled to receive notices of general meetings prescribe. If a quorum is not present within half an hour of the time appointed for the adjourned meeting, the meeting shall be dissolved.
15. The Chairman of the Area Committee (or at his request or failing him the Vice-Chairman of the Area Committee or at his request or failing him another member of the Area Committee) shall preside as chairman at every general meeting of the Company but if there is no Chairman, Vice-Chairman or another member of the Area Committee, or if none of them be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the members of the Area Committee present shall elect one of their number to be chairman of the meeting.
16. The chairman may, with the consent of a general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least

7 clear days' notice shall be given to those who were entitled to receive notice of the original meeting specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

17. A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded either before or on the declaration of the result of any vote on a show of hands. Subject to the provisions of the Act, a poll may be demanded by the chairman or by at least three members present in person and entitled to vote.
18. Unless a poll is duly demanded, a declaration by the chairman at any general meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
19. The demand for a poll may, before the poll is taken, be withdrawn and a demand so withdrawn shall not be taken to have invalidated the result of any show of hands declared before the demand was made.
20. If a poll is demanded, the poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to any other vote he may have.
22. Any poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. No poll shall be taken on any question under any other business. A poll demanded on any other question shall be taken either at the general meeting or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
23. No notice need be given of a poll not taken at a general meeting if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
24. A resolution in writing executed or approved by signed fax by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held. Such a resolution may consist of several instruments in like form each executed by or on behalf of one or more members.

25. Each instrument executed to pass any written resolution must be delivered to the Company for entry in the minute book.

VOTES OF MEMBERS

26. Every member (except members who under the provisions of these Articles are not entitled to vote) shall have one vote upon a show of hands or upon a poll. No member shall vote by proxy or by postal ballot. No member shall be entitled to receive notice of or be present or vote at any general meeting or upon a poll or be reckoned in any quorum whilst any subscription or other sum is due and payable to the Company by such member or if he is not a Qualifying BSPS Member.
27. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised on his behalf appointed by that court. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person claiming to exercise the right to vote at such address or place within the United Kingdom as is specified in the notice convening the meeting.
28. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
29. A vote given or poll demanded by an Authorised Representative shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company (at the same address and in the same manner as evidence of the authority of a person to vote as an Authorised Representative could be deposited) before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

DIRECTORS

- 30.
- 30.1 The Directors shall be those persons who are named as the directors of the Company in the statement delivered to the registrar on the formation of the Company together with such other persons as may be elected or appointed as Directors pursuant to these Articles.
- 30.2 Only a person who is a Qualifying Candidate shall be eligible for membership of the Board.
31. Each year all of the Directors shall retire from office at the annual general meeting, but such Directors shall be eligible for re-election.

32. The Board shall with the notice convening the annual general meeting cause to be sent to every member (except Business Members and Junior Members) a list containing the names of members of the Company willing to serve as Directors, printed on a form of voting paper to be approved by the Board, and a statement of the number of vacancies to be filled. Non-receipt by any member of the notice or voting paper shall not invalidate the result of the ballot or the proceedings of that annual general meeting.
33. Nominations of candidates for election to the Board shall be submitted in writing at least 14 clear days before the date of the annual general meeting giving the name and address of the candidate and the names of the proposer and seconder who shall be members of the Company (other than Business Members and Junior Members). Each nomination must be accompanied by a statement in writing of the candidate's willingness to be nominated for election to the Board.
34. To be eligible to stand for election to the Board each candidate must be a Qualifying Candidate and a current member of the Company.
35. The voting papers when filled up shall be returned by a date to be fixed by the Board to the scrutineers appointed to inspect the votes. The scrutineers shall be appointed by the Board and shall be either a firm or three individuals but in either case shall be completely independent of the Company and of BSPS and any other Area Company.
36. Every member entitled to vote shall be entitled to one vote only in respect of each vacancy. No member shall give more than one vote to any candidate. Any voting paper containing more than the requisite number of votes shall be rejected by the scrutineers. No member shall be entitled to vote unless such member is a Qualifying BSPS Member.
37. The scrutineers shall report in writing to the Board prior to the annual general meeting. The result of such voting and those candidates (up to the number required to fill the said vacancies) who receive the most votes then shall be declared by the chairman of such meeting and shall become members of the Board. The scrutineers shall also subsequently report in writing to the annual general meeting the result of such voting.
38. In the event of two or more candidates obtaining an equal number of votes it shall, if necessary, be decided by ballot at a meeting of the Board held prior to the annual general meeting, under the supervision of the scrutineers, which of such candidates shall be elected as members of the Board. In the event of such a ballot the scrutineers shall report on the ballot to the annual general meeting.
39. The Board may from time to time appoint any Qualifying Candidate to fill a casual vacancy amongst the members of the Board. A person so appointed shall hold office until the next annual general meeting.

POWERS OF THE BOARD

40. Subject to the provisions of the Act, the Company's memorandum of association and these Articles, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration to the memorandum of association or these Articles shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Board by these Articles.

41. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
42. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as it determines, including authority for the agent to delegate all or any of his powers.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

43. The office of a Director shall be vacated if:
 - 43.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - 43.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 43.3 he becomes, in the opinion of all of the other Directors, incapable by reason of mental disorder of discharging his duties as a Director; or
 - 43.4 he resigns his office by notice to the Company; or
 - 43.5 he is absent without permission of the Board from three consecutive meetings of the Board and the Board resolves that his office be vacated; or
 - 43.6 he is removed from office by a resolution passed by a two thirds majority of the Directors present at a meeting at which not less than two thirds of the Directors shall be present; or
 - 43.7 he is or becomes a member of the Board or of the Area Committee of another Area Company; or
 - 43.8 he ceases to be a member of the Company or of BSPS for any reason.

EXPENSES OF DIRECTORS

44. The Directors may be paid all reasonable travelling and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or general meetings or meetings of the holders of debentures of the Company or otherwise incurred in connection with the proper discharge of their duties.
45. A Director who, at the request of the Board, goes or resides abroad, makes a special journey or performs a special service on behalf of the Company may be paid such reasonable additional remuneration and expenses as the Board may decide.

INTERESTS OF DIRECTORS

46. Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a Director, notwithstanding his office:-

- 46.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- 46.2 may be a director or other officer of, employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- 46.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
47. For the purposes of Article 46:-
- 47.1 a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has such an interest in any such transaction of the nature and extent so specified; and
- 47.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF THE BOARD

48. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. The Board may invite members of the Company who are not Directors to attend and speak, but not vote, at any meeting of the Board. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
49. The Secretary or other officer designated by the Board on the requisition of the Chairman shall, and any Director may at any time, summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any members thereof for the time being absent from the United Kingdom. Except in emergencies, at least 14 days' notice of a meeting of the Board must be given.
50. The quorum necessary for the transaction of the business of the Board, if there is only one Director, shall be one and, if there is more than one Director, shall be two. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by these Articles as the necessary quorum for a meeting of the Board, the continuing Director or Directors may act only for the purpose of increasing the number of the Directors or summoning a general meeting of the Company.
51. Subject to the right of the Board to regulate its proceedings as it thinks fit, a meeting of the Board or of a committee of the Board may consist of a conference between persons who are not all in one place physically but each of whom is able (directly or by telephonic or audiovisual communication) to speak to each of the others and to be heard by each of the others simultaneously and the word "meeting" in these Articles shall be

construed accordingly and each such person shall count in the quorum and be able to vote as if he were in the location specified for the meeting. Any such meeting shall be deemed to take place where the majority of persons participating in the meeting are present, or, if there is no such majority, at the location of the chairman of the meeting.

52. The Chairman or at his request or failing him the Vice-Chairman shall take the chair at meetings of the Board but if at any meeting neither of them is present within five minutes after the time appointed for holding the same and willing to take the chair the Directors present may select one of their number to be chairman of the meeting.
53. All acts done by a meeting of the Board, or of a committee of the Board, or by a person acting as a member of the Board shall, even if it be discovered afterwards that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
54. A resolution in writing signed or approved by signed fax by all the Directors entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in like form each signed by one or more members of the Board or committee. Each document passing a resolution in writing must be sent to the Company for filing in the minute book.
55. A Director may vote and be counted in the quorum at a meeting of the Board or of a committee of the Board on any resolution concerning a matter despite having, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company provided that he has disclosed to the Board his interest or duty.

AREA COMMITTEE

56.
 - 56.1 The Board shall establish an Area Committee as a committee of the Board.
 - 56.2 Subject to Article 71, the Area Committee shall consist of the Directors and such other persons as may be elected pursuant to this Article.
 - 56.3 Only a person who is a Qualifying Candidate and a current member of the Company shall be eligible for membership of the Area Committee.
 - 56.4 Each year all of the members of the Area Committee shall retire from office at the annual general meeting, but such members shall be eligible for re-election.
 - 56.5 The election of members of the Area Committee (other than the Directors) shall take place simultaneously with the election of the Directors pursuant to these Articles and shall follow the same procedures as those laid down for that election in these Articles, and the same persons shall be entitled to vote in the election of members of the Area Committee as can vote in the election of the Directors.

- 56.6 A meeting of the Area Committee shall be held on the Business Day before, or on the same day as but preceding, the annual general meeting in each year and, after the election of members of the Area Committee pursuant to Article 56.5, the Area Committee shall elect a Chairman, Vice-Chairman, Honorary Treasurer and Honorary Secretary (who need not Directors) from among the members of the Area Committee who shall each hold office for one year but shall (subject to Article 56.7) be eligible for re-election.
- 56.7 The Company in general meeting may resolve that a person may not hold office as Chairman of the Area Committee for more than three consecutive years and may resolve to cancel any such resolution. So long as any such resolution is in force and has not been cancelled, a person who has held office as Chairman of the Area Committee for three consecutive years shall not be eligible for re-election as Chairman (but may be elected as a holder of another position on the Area Committee). In determining the period during which a person has held office as Chairman of the Area Committee:-
- 56.7.1 a period of office as Chairman of a BSPS Area shall be included;
- 56.7.2 if a Chairman ceases to hold office as such for a period of less than one year, his period of office shall be treated as including that period; and
- 56.7.3 a "year" shall be the period from the date of one annual general meeting of the Company (or of the corresponding meeting of the BSPS Area, if appropriate) and the date of the next such meeting.
- 56.8 The provisions of Articles 43 to 45 (inclusive) 48, 49, 51 to 55 (inclusive) and 57 shall apply to the Area Committee (*mutatis mutandis*) as they apply to the Board, *without thereby implying that any member of the Area Committee who is not also a member of the Board is a Director of the Company.*
- 56.9 The quorum necessary for the transaction of the business of the Area Committee shall be five, of whom at least one must be a Director of the Company.
- 56.10 The Chairman of the Area Committee shall be the Area Chairman of the Area for the purposes of the Articles of Association and Bylaws of BSPS.

COMMITTEES

57. The Board may from time to time establish committees (in addition to the Area Committee) from amongst the members of the Company and constitute the same as it shall think fit. There shall be at least one Director on any committee and the meetings of such committee shall not be quorate unless at least one Director is present.
58. Subject only to any regulations, restrictions or directions which may from time to time be made or given by the Board, any of the powers authorities and discretions by these Articles expressed to be conferred upon or exercisable by the Board may be delegated to the Area Committee or any other committee save and except that the powers conferred by Article 7 shall always remain vested in the Board and shall not be delegated to any committee.

59. Subject as aforesaid, to the express provisions of these Articles and to any regulations or directions applicable to it, the meetings and proceedings of each committee shall be governed by the provisions of these Articles relating to meetings and proceedings of the Board so far as the same may be capable of being made applicable thereto.

OFFICERS AND EMPLOYEES

60. The Board may from time to time appoint, employ and remove any officers, clerks or employees and (subject to the provisions of the Act) the auditors of the Company whether honorary or at such remuneration and with such respective duties and spheres of employment and generally upon such terms as it thinks fit.

MINUTES

61. The Board shall cause minutes to be made in books kept for the purpose:
- 61.1 of all appointments of officers made by the Board; and
 - 61.2 of all proceedings at meetings of the Company, and of the Board, and of committees, including the names of the Directors and other persons present at each such meeting.

ACCOUNTS

62. No member shall (as a member) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board.

NOTICES

63. Any notice to be given to or by any person pursuant to these Articles shall be in writing or sent by electronic communication and in the English language.
64. In addition to any means authorised by law any notice may be sent or deposited by:-
- 64.1 personally serving it on a party or hand-delivering it to the recipient's current address for notices (in which case it is deemed immediately received on delivery);
 - 64.2 sending it to the party's address for notices by pre-paid first class mail (in which case it is deemed received on the day of posting); or
 - 64.3 transmitting it by facsimile to the party's number for service (in which case it is deemed received when the sender's machine produces a transmission report stating that the facsimile was sent to the addressee's number); or
 - 64.4 emailing it from the sender's designated email address for notices at the relevant time to the recipient's designated email address for notices at the relevant time (in which case it is deemed received 24 hours after transmission provided that there has been no email notice of any kind of failure to deliver).

65. If a notice is received or deemed to have been received by the recipient after 17:00 hours or on a day which is not a Business Day, it will be deemed to have been received on the next Business Day.
66. The address for notices shall for any company or limited liability partnership be its registered address at Companies House and for any other person the most recent address notified to the Company for its registers, but in each case any person may notify a replacement or alternate address for notices, whether permanent or temporary, by notice to the Company.
67. A member present, either in person or by corporate representative, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

WINDING UP

68. Clause 8 of the Company's memorandum of association applies in the event of the Company being wound up.

INDEMNITY AND INSURANCE

69. Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, every Director, every member of any committee and every officer of the Company and their respective executors, personal representatives and administrators shall be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in or in relation to the execution and discharge of his duties, including any liability incurred by him defending any proceedings, whether civil or criminal, which related to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.
70. The Company may, to the fullest extent permitted by law, purchase and maintain for any person who is or was a Director or other officer of the Company, or a member of a committee, insurance indemnifying him against any liability which by virtue of any rule of law or otherwise could attach to him in respect of any negligence, default, breach of duty or breach of trust or other liability which may lawfully be insured against by the Company.

TRANSITIONAL PROVISION

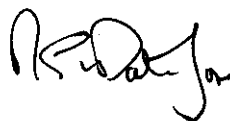
71. The Chairman, Vice-Chairman, Honorary Treasurer and Honorary Secretary of the BSPS Area and the members of the Area Committee and of all sub-committees of the Area Committee of the BSPS Area holding office or subsisting at the date of incorporation of the Company shall continue respectively to hold office and subsist and to perform their respective functions until from time to time their successors shall respectively have been appointed or established in accordance with the provisions of these Articles, and in the meantime, except in so far as any provisions of these Articles shall have become applicable to them respectively, they shall exercise their respective

functions under and in accordance with the customary procedure or regulations of the BSPS Area as the same existed immediately before the said date.

Name and Address of Subscriber

Glyn Dale-Jones

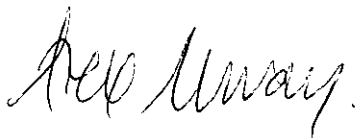
Winterbourne
Noctorum Lane
Oxton
Prenton
Cheshire
CH43 9UB



Dated this 23 day of MARCH 2007

Witness to the above signature:

Witness signature:



Witness name:

Alexandra Murray

Witness address:

Pearl Assurance House, 2 Derby Square, Liverpool, L2 9XL

Witness occupation:

Solicitor